

285-11
UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

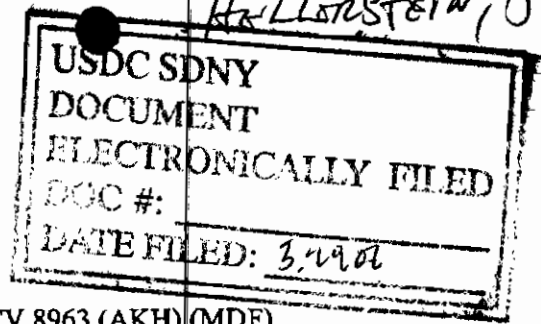
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RAMESH MENON,

Plaintiff,

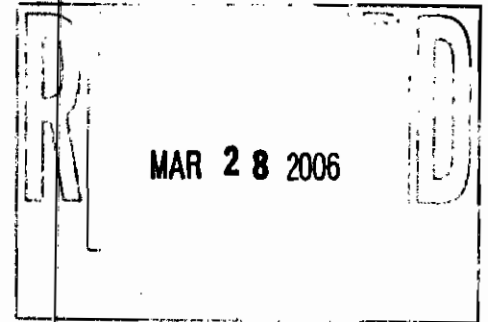
- against -

CITIGROUP GLOBAL MARKETS INC. and
CITIGROUP INC.,

Defendants.



05 CV 8963 (AKH) (MDF)



STIPULATION AND ORDER OF FINAL DISMISSAL WITH PREJUDICE

IT IS HEREBY STIPULATED AND AGREED by and between Plaintiff, Ramesh Menon, and Defendants, Citigroup Global Markets Inc. and Citigroup Inc., by and through their undersigned counsel who are authorized to execute this Stipulation, that the above-captioned action be dismissed in its entirety, with prejudice, and with no award of attorneys' fees, costs or disbursements by the Court to any party.

SIDLEY AUSTIN LLP
787 Seventh Avenue
New York, New York 10019

By: Laura H. Allen
Laura H. Allen, Esq. (LA 3541)

ATTORNEYS FOR CITIGROUP
GLOBAL MARKETS INC. and
CITIGROUP INC.

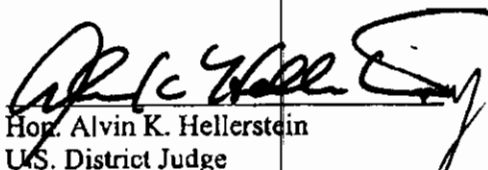
HELLER, HOROWITZ & FEIT, P.C.
292 Madison Avenue
New York, New York 10017

By: Richard F. Horowitz
Richard F. Horowitz, Esq. (RH 6451)

ATTORNEYS FOR PLAINTIFF

SO ORDERED THIS 28
DAY OF March, 2006.

By:


Hon. Alvin K. Hellerstein
U.S. District Judge

NYI 5843939v.1